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RECORDATION NO.

17306-A  
FILED

JUN 6 '02

2:46 PM

SURFACE TRANSPORTATION BOARD

lgitomer@bjllp.com

June 6, 2002

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Instrument of Termination of Security Agreement, a secondary document, dated May 31, 2002. The primary document to which this is connected is recorded under Recordation No. 17306. We request that one copy of this document be recorded under Recordation No. 17306-A.

The name and address of the party to the Instrument of Termination of Security Agreement is:

Secured Party:

Bank of America, N.A., formerly known as The Bank of America National Trust and Savings Association  
101 North Tryon Street  
Charlotte, NC 28255

A description of the equipment covered by the Instrument of Termination of Security Agreement consists of all equipment.

PORTLAND, OREGON

WASHINGTON, D.C.

SALEM, OREGON

BALL JANIK LLP

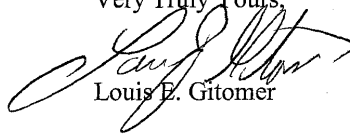
Honorable Vernon A. Williams  
June 6, 2002  
Page 2

A fee of \$30.00 is enclosed. Please return the original to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: an Instrument of Termination of Security Agreement by Bank of America, N.A., formerly known as The Bank of America National Trust and Savings Association, 101 North Tryon Street, Charlotte, NC 28255, covering all equipment.

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDATION NO. 17306-A FILED

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INSTRUMENT OF TERMINATION OF SECURITY AGREEMENT

SURFACE TRANSPORTATION BOARD

BANK OF AMERICA N.A. successor to BANK OF AMERICA NATIONAL TRUST & SAVINGS ASSOCIATION ("Bank of America"), this 31<sup>st</sup> day of May, 2002, terminates the Security Agreement, dated as of May 8, 1991 (the "Security Agreement") recorded at the Interstate Commerce Commission on May 14, 1991 under Recordation number 17306.

WHEREAS, Bank of America desires to execute this Instrument to evidence for the public record the satisfaction and release of all the rights and obligations of ParkSierra Corporation, successor-in-interest to the Arizona & California Railroad Company Limited Partnership, under the Security Agreement.

NOW, THEREFORE, in consideration of the premises, Bank of America agrees that the lien created by the Security Agreement is released.

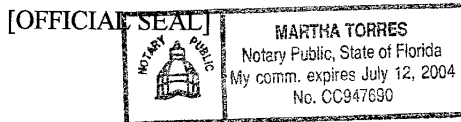
IN WITNESS WHEREOF, Bank of America has executed or caused this Instrument to be executed as of the date first above written.

BANK OF AMERICA N.A. successor to BANK OF AMERICA NATIONAL TRUST & SAVINGS ASSOCIATION

By: [Signature]  
Frank Vrabel  
Its: SVP

STATE OF Florida  
COUNTY OF Broward

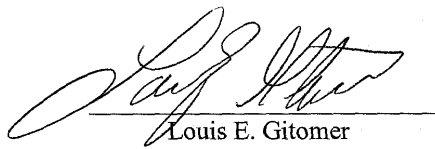
This instrument was acknowledged before me on May 31, 2002, by Frank Vrabel, who is personally known to me or who has produced \_\_\_\_\_ as identification.



[Signature]  
Name: MARTHA TORRES  
NOTARY PUBLIC, State of Florida  
Serial Number (if any) \_\_\_\_\_  
My Commission Expires: 7-12-2004

# CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Instrument of Termination of Security Agreement dated May 31, 2002, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer  
June 6, 2002